



HEALTH QUARTERLY STATEMENT
AS OF MARCH 31, 2004
OF THE CONDITION AND AFFAIRS OF THE
AMERICAN DENTAL PROVIDERS OF ARKANSAS, INC.

NAIC Group Code 1219 1219 NAIC Company Code 11559 Employer's ID Number 58-2302163

Organized under the Laws of Arkansas, State of Domicile or Port of Entry Arkansas

Country of Domicile United States of America

Licensed as business type: Health Maintenance Organization

Is HMO Federally Qualified? Yes [] No [X]

Incorporated 01/29/1997 Commenced Business 03/20/1997

Statutory Home Office (Street and Number), (City or Town, State and Zip Code)

Main Administrative Office 100 Mansell Court East, Suite 400 (Street and Number)
Roswell, GA 30076 (City or Town, State and Zip Code), 770-998-8936 (Area Code) (Telephone Number)

Mail Address 100 Mansell Court East, Suite 400 (Street and Number or P.O. Box), Roswell, GA 30076 (City or Town, State and Zip Code)

Primary Location of Books and Records 100 Mansell Court East, Suite 400 (Street and Number)
Roswell, GA 30076 (City or Town, State and Zip Code), 770-998-8936 (Area Code) (Telephone Number)

Internet Website Address www.compbenefits.com

Statutory Statement Contact Stephanie Lyn Endres (Name), 770-998-8936-8408 (Area Code) (Telephone Number)
sendres@compbenefits.com (E-mail Address), 770-518-8102 (FAX Number)

Policyowner Relations Contact 100 Mansell Court East, Suite 400 (Street and Number)
Roswell, GA 30076 (City or Town, State and Zip Code), 770-998-8936 (Area Code) (Telephone Number)

OFFICERS

President Kirk Edward Rothrock Treasurer George William Dunaway
Secretary Bruce Alexander Mitchell

OTHER

Bruce Alexander Mitchell George William Dunaway Steven Kenneth Isaacs

DIRECTORS OR TRUSTEES

David Ray Klock Kirk Edward Rothrock Bruce Alexander Mitchell
George William Dunaway

State of Georgia SS:
County of Fulton

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

Kirk Edward Rothrock President
Bruce Alexander Mitchell Secretary
George William Dunaway Treasurer

Subscribed and sworn to before me this 13th day of May, 2004

a. Is this an original filing? Yes [X] No []
b. If no,
1. State the amendment number.....
2. Date filed
3. Number of pages attached.....

ASSETS

	Current Statement Date			4 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	105,477	0	105,477	105,019
2. Stocks:				
2.1 Preferred stocks	0	0	0	0
2.2 Common stocks	0	0	0	0
3. Mortgage loans on real estate:				
3.1 First liens	0	0	0	0
3.2 Other than first liens	0	0	0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$0 encumbrances)	0	0	0	0
4.2 Properties held for the production of income (less \$0 encumbrances)	0	0	0	0
4.3 Properties held for sale (less \$0 encumbrances)	0	0	0	0
5. Cash (\$40,165), cash equivalents (\$0), and short-term investments (\$0)	40,165	0	40,165	29,775
6. Contract loans, (including \$0 premium notes)	0	0	0	0
7. Other invested assets	0	0	0	0
8. Receivable for securities	0	0	0	0
9. Aggregate write-ins for invested assets	0	0	0	0
10. Subtotals, cash and invested assets (Lines 1 to 9)	145,642	0	145,642	134,794
11. Investment income due and accrued	14	0	14	788
12. Premiums and considerations:				
12.1 Uncollected premiums and agents' balances in the course of collection	325	96	229	9,761
12.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$0 earned but unbilled premiums)	0	0	0	0
12.3 Accrued retrospective premiums	0	0	0	0
13. Reinsurance:				
13.1 Amounts recoverable from reinsurers	0	0	0	0
13.2 Funds held by or deposited with reinsured companies	0	0	0	0
13.3 Other amounts receivable under reinsurance contracts	0	0	0	0
14. Amounts receivable relating to uninsured plans	0	0	0	0
15.1 Current federal and foreign income tax recoverable and interest thereon	0	0	0	0
15.2 Net deferred tax asset	3,667	1,632	2,035	1,698
16. Guaranty funds receivable or on deposit	0	0	0	0
17. Electronic data processing equipment and software	0	0	0	0
18. Furniture and equipment, including health care delivery assets (\$0)	0	0	0	0
19. Net adjustment in assets and liabilities due to foreign exchange rates	0	0	0	0
20. Receivables from parent, subsidiaries and affiliates	22,358	0	22,358	9,463
21. Health care (\$0) and other amounts receivable	0	0	0	0
22. Other assets nonadmitted	0	0	0	0
23. Aggregate write-ins for other than invested assets	0	0	0	0
24. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 to 23)	172,006	1,728	170,278	156,504
25. From Separate Accounts, Segregated Accounts and Protected Cell Accounts	0	0	0	0
26. Total (Lines 24 and 25)	172,006	1,728	170,278	156,504
DETAILS OF WRITE-INS				
0901.				
0902.				
0903.				
0998. Summary of remaining write-ins for Line 9 from overflow page	0	0	0	0
0999. Totals (Lines 0901 thru 0903 plus 0998)(Line 9 above)	0	0	0	0
2301.				
2302.				
2303.				
2398. Summary of remaining write-ins for Line 23 from overflow page	0	0	0	0
2399. Totals (Lines 2301 thru 2303 plus 2398)(Line 23 above)	0	0	0	0

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less (\$ 0 reinsurance ceded)	1,784	0	1,784	1,784
2. Accrued medical incentive pool and bonus amounts	169	0	169	169
3. Unpaid claims adjustment expenses	0	0	0	0
4. Aggregate health policy reserves	31,559	0	31,559	30,065
5. Aggregate life policy reserves	0	0	0	0
6. Property/casualty unearned premium reserve	0	0	0	0
7. Aggregate health claim reserves	0	0	0	0
8. Premiums received in advance	0	0	0	0
9. General expenses due or accrued	7,543	0	7,543	6,675
10.1 Current federal and foreign income tax payable and interest thereon (including \$ 0 on realized gains (losses))	0	0	0	0
10.2 Net deferred tax liability	0	0	0	0
11. Ceded reinsurance premiums payable	0	0	0	0
12. Amounts withheld or retained for the account of others	0	0	0	0
13. Remittances and items not allocated	0	0	0	0
14. Borrowed money (including \$ 0 current) and interest thereon \$ 0 (including \$ 0 current)	0	0	0	0
15. Amounts due to parent, subsidiaries and affiliates	0	0	0	0
16. Payable for securities	0	0	0	0
17. Funds held under reinsurance treaties with (\$ 0 authorized reinsurers and \$ 0 unauthorized reinsurers)	0	0	0	0
18. Reinsurance in unauthorized companies	0	0	0	0
19. Net adjustments in assets and liabilities due to foreign exchange rates	0	0	0	0
20. Liability for amounts held under uninsured accident and health plans	0	0	0	0
21. Aggregate write-ins for other liabilities (including \$ 665 current)	665	0	665	420
22. Total liabilities (Lines 1 to 21)	41,720	0	41,720	39,113
23. Common capital stock	XXX	XXX	100,000	100,000
24. Preferred capital stock	XXX	XXX	0	0
25. Gross paid in and contributed surplus	XXX	XXX	2,607,976	2,607,976
26. Surplus notes	XXX	XXX	0	0
27. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
28. Unassigned funds (surplus)	XXX	XXX	(2,579,418)	(2,590,585)
29. Less treasury stock, at cost:				
29.1 0 shares common (value included in Line 23 \$ 0)	XXX	XXX	0	0
29.2 0 shares preferred (value included in Line 24 \$ 0)	XXX	XXX	0	0
30. Total capital and surplus (Lines 23 to 28 minus Line 29)	XXX	XXX	128,558	117,391
31. Total liabilities, capital and surplus (Lines 22 and 30)	XXX	XXX	170,278	156,504
DETAILS OF WRITE-INS				
2101. Unearned Enrollment Fees	665	0	665	420
2102.				
2103.				
2198. Summary of remaining write-ins for Line 21 from overflow page	0	0	0	0
2199. Totals (Lines 2101 thru 2103 plus 2198)(Line 21 above)	665	0	665	420
2701.	XXX	XXX		
2702.	XXX	XXX		
2703.	XXX	XXX		
2798. Summary of remaining write-ins for Line 27 from overflow page	XXX	XXX	0	0
2799. Totals (Lines 2701 thru 2703 plus 2798)(Line 27 above)	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date
	1 Uncovered	2 Total	3 Total
1. Member Months	XXX	18,477	23,621
2. Net premium income (including \$0 non-health premium income)	XXX	163,360	208,009
3. Change in unearned premium reserves and reserve for rate credits	XXX	(1,494)	976
4. Fee-for-service (net of \$0 medical expenses)	XXX	0	0
5. Risk revenue	XXX	0	0
6. Aggregate write-ins for other health care related revenues	XXX	0	0
7. Aggregate write-ins for other non-health revenues	XXX	0	0
8. Total revenues (Lines 2 to 7)	XXX	161,866	208,985
Hospital and Medical:			
9. Hospital/medical benefits	0	0	0
10. Other professional services	0	76,089	101,112
11. Outside referrals	0	0	0
12. Emergency room and out-of-area	0	0	11
13. Prescription drugs	0	0	0
14. Aggregate write-ins for other hospital and medical	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts	0	56,214	68,100
16. Subtotal (Lines 9 to 15)	0	132,303	169,223
Less:			
17. Net reinsurance recoveries	0	0	0
18. Total hospital and medical (Lines 16 minus 17)	0	132,303	169,223
19. Non-health claims	0	0	0
20. Claims adjustment expenses, including \$0 cost containment expenses	0	0	0
21. General administrative expenses	0	18,679	61,290
22. Increase in reserves for life and accident and health contracts (including \$0 increase in reserves for life only)	0	0	0
23. Total underwriting deductions (Lines 18 through 22)	0	150,982	230,513
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	10,884	(21,528)
25. Net investment income earned	0	689	750
26. Net realized capital gains (losses)	0	0	0
27. Net investment gains (losses) (Lines 25 plus 26)	0	689	750
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$0) (amount charged off \$0)]	0	0	0
29. Aggregate write-ins for other income or expenses	0	4,940	6,104
30. Net income or (loss) before federal income taxes (Lines 24 plus 27 plus 28 plus 29)	XXX	16,513	(14,674)
31. Federal and foreign income taxes incurred	XXX	6,057	(5,446)
32. Net income (loss) (Lines 30 minus 31)	XXX	10,456	(9,228)
DETAILS OF WRITE-INS			
0601.	XXX		
0602.	XXX		
0603.	XXX		
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX	0	0
0699. Totals (Lines 0601 thru 0603 plus 0698)(Line 6 above)	XXX	0	0
0701.	XXX		
0702.	XXX		
0703.	XXX		
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0
0799. Totals (Lines 0701 thru 0703 plus 0798)(Line 7 above)	XXX	0	0
1401.			
1402.			
1403.			
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0
1499. Totals (Lines 1401 thru 1403 plus 1498)(Line 14 above)	0	0	0
2901. Administrative Income	0	4,940	6,104
2902.			
2903.			
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0	0
2999. Totals (Lines 2901 thru 2903 plus 2998)(Line 29 above)	0	4,940	6,104

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1 Current Year to Date	2 Prior Year
CAPITAL AND SURPLUS ACCOUNT		
33. Capital and surplus prior reporting year.....	117,391	151,805
GAINS AND LOSSES TO CAPITAL & SURPLUS:		
34. Net income or (loss) from Line 32	10,456	(38,758)
35. Change in valuation basis of aggregate policy and claim reserves	0	0
36. Net unrealized capital gains and losses.....	0	0
37. Change in net unrealized foreign exchange capital gain or (loss)	0	0
38. Change in net deferred income tax	278	(2,378)
39. Change in nonadmitted assets	433	6,722
40. Change in unauthorized reinsurance	0	0
41. Change in treasury stock	0	0
42. Change in surplus notes	0	0
43. Cumulative effect of changes in accounting principles.....	0	0
44. Capital Changes:		
44.1 Paid in	0	0
44.2 Transferred from surplus (Stock Dividend).....	0	0
44.3 Transferred to surplus.....	0	0
45. Surplus adjustments:		
45.1 Paid in	0	0
45.2 Transferred to capital (Stock Dividend)	0	0
45.3 Transferred from capital	0	0
46. Dividends to stockholders	0	0
47. Aggregate write-ins for gains or (losses) in surplus	0	0
48. Net change in capital & surplus (Lines 34 to 47)	11,167	(34,414)
49. Capital and surplus end of reporting period (Line 33 plus 48)	128,558	117,391
DETAILS OF WRITE-INS		
4701.		
4702.		
4703.		
4798. Summary of remaining write-ins for Line 47 from overflow page	0	0
4799. Totals (Lines 4701 thru 4703 plus 4798)(Line 47 above)	0	0

CASH FLOW

	1 Current Year To Date	2 Prior Year
Cash from Operations		
1. Premiums collected net of reinsurance	173,266	788,046
2. Net investment income	1,005	3,150
3. Miscellaneous income	4,940	22,552
4. Total (Lines 1 to 3)	179,211	813,748
5. Benefit and loss related payments	132,303	615,990
6. Net transfers to Separate, Segregated Accounts and Protected Cell Accounts	0	0
7. Commissions, expenses paid and aggregate write-ins for deductions	17,811	262,111
8. Dividends paid to policyholders	0	0
9. Federal and foreign income taxes paid (recovered) \$ 6,057 net of tax on capital gains (losses)	6,057	(24,528)
10. Total (Lines 5 through 9)	156,171	853,573
11. Net cash from operations (Line 4 minus Line 10)	23,040	(39,825)
Cash from Investments		
12. Proceeds from investments sold, matured or repaid:		
12.1 Bonds	0	0
12.2 Stocks	0	0
12.3 Mortgage loans	0	0
12.4 Real estate	0	0
12.5 Other invested assets	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	0	0
12.7 Miscellaneous proceeds	0	0
12.8 Total investment proceeds (Lines 12.1 to 12.7)	0	0
13. Cost of investments acquired (long-term only):		
13.1 Bonds	0	0
13.2 Stocks	0	0
13.3 Mortgage loans	0	0
13.4 Real estate	0	0
13.5 Other invested assets	0	0
13.6 Miscellaneous applications	0	0
13.7 Total investments acquired (Lines 13.1 to 13.6)	0	0
14. Net increase (or decrease) in policy loans and premium notes	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	0	0
Cash from Financing and Miscellaneous Sources		
16. Cash provided (applied):		
16.1 Surplus notes, capital notes	0	0
16.2 Capital and paid in surplus, less treasury stock	0	0
16.3 Borrowed funds	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities	0	0
16.5 Dividends to stockholders	0	0
16.6 Other cash provided (applied)	(12,650)	(30,401)
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	(12,650)	(30,401)
RECONCILIATION OF CASH AND SHORT-TERM INVESTMENTS		
18. Net change in cash and short-term investments (Line 11, plus Lines 15 and 17)	10,390	(70,226)
19. Cash and short-term investments:		
19.1 Beginning of year	29,775	100,001
19.2 End of period (Line 18 plus Line 19.1)	40,165	29,775

Note: Supplemental disclosures of cash flow information for non-cash transactions:

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.....		
.....		

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Stop Loss	11 Disability Income	12 Long-Term Care	13 Other
		2 Individual	3 Group										
Total Members at end of:													
1. Prior Year	6,767	0	0	0	0	6,767	0	0	0	0	0	0	0
2. First Quarter	5,816	0	0	0	0	5,816	0	0	0	0	0	0	0
3. Second Quarter	0	0	0	0	0	0	0	0	0	0	0	0	0
4. Third Quarter	0	0	0	0	0	0	0	0	0	0	0	0	0
5. Current Year	0	0	0	0	0	0	0	0	0	0	0	0	0
6. Current Year Member Months	18,477	0	0	0	0	18,477	0	0	0	0	0	0	0
Total Member Ambulatory Encounters for Period:													
7. Physician	0	0	0	0	0	0	0	0	0	0	0	0	0
8. Non-Physician	0	0	0	0	0	0	0	0	0	0	0	0	0
9. Total	0	0	0	0	0	0	0	0	0	0	0	0	0
10. Hospital Patient Days Incurred	0	0	0	0	0	0	0	0	0	0	0	0	0
11. Number of Inpatient Admissions	0	0	0	0	0	0	0	0	0	0	0	0	0
12. Health Premiums Written	163,360	0	0	0	0	163,360	0	0	0	0	0	0	0
13. Life Premiums Direct	0	0	0	0	0	0	0	0	0	0	0	0	0
14. Property/Casualty Premiums Written	0	0	0	0	0	0	0	0	0	0	0	0	0
15. Health Premiums Earned	161,866	0	0	0	0	161,866	0	0	0	0	0	0	0
16. Property/Casualty Premiums Earned	0	0	0	0	0	0	0	0	0	0	0	0	0
17. Amount Paid for Provision of Health Care Services.....	132,303	0	0	0	0	132,303	0	0	0	0	0	0	0
18. Amount Incurred for Provision of Health Care Services	132,303	0	0	0	0	132,303	0	0	0	0	0	0	0

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

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UNDERWRITING AND INVESTMENT EXHIBIT

ANALYSIS OF CLAIMS UNPAID - PRIOR YEAR - NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability December 31 of Prior Year
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid Dec. 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital and medical)	0	0	0	0	0	0
2. Medicare Supplement	0	0	0	0	0	0
3. Dental Only	(2,517)	78,605	180	1,604	(2,337)	1,784
4. Vision Only	0	0	0	0	0	0
5. Federal Employees Health Benefits Plan	0	0	0	0	0	0
6. Title XVIII - Medicare	0	0	0	0	0	0
7. Title XIX - Medicaid	0	0	0	0	0	0
8. Other health	0	0	0	0	0	0
9. Health subtotal (Lines 1 to 8)	(2,517)	78,605	180	1,604	(2,337)	1,784
10. Other non-health	0	0	0	0	0	0
11. Medical incentive pools and bonus amounts	169	56,046	0	169	169	169
12. Totals	(2,348)	134,651	180	1,773	(2,168)	1,953

NOTES TO FINANCIAL STATEMENTS

17c. Wash Sales

None

GENERAL INTERROGATORIES

(Responses to these interrogatories should be based on changes that have occurred since the prior year end unless otherwise noted.)

PART 1 - COMMON INTERROGATORIES
GENERAL

- 1.1

Did the reporting entity implement any significant accounting policy changes which would require disclosure in the Notes to the Financial Statements?

Yes [] No [X]
- 1.2

If yes, explain:
- 2.1

Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act?

Yes [] No [X]
- 2.2

If yes, has the report been filed with the domiciliary state?

Yes [] No []
- 3.1

Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity?

Yes [] No [X]
- 3.2

If yes, date of change:

If not previously filed, furnish herewith a certified copy of the instrument as amended.
4.

Have there been any substantial changes in the organizational chart since the prior quarter end?

Yes [] No [X]

If yes, complete the Schedule Y - Part 1 - organizational chart.
- 5.1

Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?

Yes [] No [X]
- 5.2

If yes, provide the name of the entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1 Name of Entity	2 NAIC Company Code	3 State of Domicile
.....
.....
.....

6.

If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved?

Yes [] No [X] N/A []

If yes, attach an explanation.
- 7.1

State as of what date the latest financial examination of the reporting entity was made or is being made.

12/31/2001
- 7.2

State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.

12/31/2001
- 7.3

State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).

02/10/2003
- 7.4

By what department or departments? Arkansas Department of Insurance
- 8.1

Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? (You need not report an action, either formal or informal, if a confidentiality clause is part of the agreement.)

Yes [] No [X]
- 8.2

If yes, give full information:
- 9.1

Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?

Yes [] No [X]
- 9.2

If response to 9.1 is yes, please identify the name of the bank holding company.
- 9.3

Is the company affiliated with one or more banks, thrifts or securities firms?

Yes [] No [X]
- 9.4

If response to 9.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Office of Thrift Supervision (OTS), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 OTS	6 FDIC	7 SEC
.....
.....
.....

GENERAL INTERROGATORIES

INVESTMENT

- 10.1Has there been any change in the reporting entity's own preferred or common stock?Yes [] No [X]
- 10.2If yes, explain:
- 11.1Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.)Yes [] No [X]
- 11.2If yes, give full and complete information relating thereto:
- 12.Amount of real estate and mortgages held in other invested assets in Schedule BA:\$0
- 13.Amount of real estate and mortgages held in short-term investments:\$0
- 14.1Does the reporting entity have any investments in parent, subsidiaries and affiliates?Yes [] No [X]
- 14.2If yes, please complete the following:

	1	2
	Prior Year-End Statement Value	Current Quarter Statement Value
14.21 Bonds	\$0	\$0
14.22 Preferred Stock	\$0	\$0
14.23 Common Stock	\$0	\$0
14.24 Short-Term Investments	\$0	\$0
14.25 Mortgages, Loans or Real Estate	\$0	\$0
14.26 All Other	\$0	\$0
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26)	\$0	\$0
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above	\$0	\$0
14.29 Receivable from Parent not included in Lines 14.21 to 14.26 above	\$0	\$0

- 15.1Has the reporting entity entered into any hedging transactions reported on Schedule DB?Yes [] No [X]
- 15.2If yes, has a comprehensive description of the hedging program been made available to the domiciliary state?Yes [] No []
If no, attach a description with this statement.
- 16.Excluding items in Schedule E, real estate, mortgage loans and investments held physically in the reporting entity' s offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Part 1 - General, Section IV.H - Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook?Yes [X] No []
- 16.1For all agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

1	2
Name of Custodian(s)	Custodian Address
Bank of America	P.O. Box 1681, Little Rock, AR 72203
.....
.....

- 16.2For all agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook, provide the name, location and a complete explanation:

1	2	3
Name(s)	Location(s)	Complete Explanation(s)
N/A
.....
.....

- 16.3Have there been any changes, including name changes, in the custodian(s) identified in 16.1 during the current quarter?Yes [] No [X]
- 16.4If yes, give full information relating thereto:

1	2	3	4
Old Custodian	New Custodian	Date of Change	Reason
N/A
.....
.....

- 16.5Identify all investment advisors, brokers/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1	2	3
Central Registration Depository	Name(s)	Address
None
.....
.....

SCHEDULE A - VERIFICATION

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year		
2. Increase (decrease) by adjustment		
3. Cost of acquired		
4. Cost of additions to and permanent improvements		
5. Total profit (loss) on sales		
6. Increase (decrease) by foreign exchange adjustment		
7. Amount received on sales		
8. Book/adjusted carrying value at end of current period		
9. Total valuation allowance		
10. Subtotal (Lines 8 plus 9)		
11. Total nonadmitted amounts		
12. Statement value, current period (Page 2, real estate lines, Net Admitted Assets column)		

SCHEDULE B - VERIFICATION

	1 Year to Date	2 Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest on mortgages owned, December 31 of prior year		
2. Amount loaned during period: 2.1. Actual cost at time of acquisitions		
2.2. Additional investment made after acquisitions		
3. Accrual of discount and mortgage interest points and commitment fees		
4. Increase (decrease) by adjustment		
5. Total profit (loss) on sale		
6. Amounts paid on account or in full during the period		
7. Amortization of premium		
8. Increase (decrease) by foreign exchange adjustment		
9. Book value/recorded investment excluding accrued interest on mortgages owned at end of current period		
10. Total valuation allowance		
11. Subtotal (Lines 9 plus 10)		
12. Total nonadmitted amounts		
13. Statement value of mortgages owned at end of current period (Page 2, mortgage lines, Net Admitted Assets column)		

SCHEDULE BA - VERIFICATION

Other Invested Assets Included in Schedule BA

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of long-term invested assets owned, December 31 of prior year		
2. Cost of acquisitions during period: 2.1. Actual cost at time of acquisitions		
2.2. Additional investment made after acquisitions		
3. Accrual of discount		
4. Increase (decrease) by adjustment		
5. Total profit (loss) on sale		
6. Amounts paid on account or in full during the period		
7. Amortization of premium		
8. Increase (decrease) by foreign exchange adjustment		
9. Book/adjusted carrying value of long-term invested assets at end of current period		
10. Total valuation allowance		
11. Subtotal (Lines 9 plus 10)		
12. Total nonadmitted amounts		
13. Statement value of long-term invested assets at end of current period (Page 2, Line 7, Column 3)		

SCHEDULE D - VERIFICATION

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	105,019	105,177
2. Cost of bonds and stocks acquired	0	0
3. Accrual of discount	0	0
4. Increase (decrease) by adjustment	458	(158)
5. Increase (decrease) by foreign exchange adjustment	0	0
6. Total profit (loss) on disposal	0	0
7. Consideration for bonds and stocks disposed of	0	0
8. Amortization of premium	0	0
9. Book value/adjusted carrying value, current period	105,477	105,019
10. Total valuation allowance	0	0
11. Subtotal (Lines 9 plus 10)	105,477	105,019
12. Total nonadmitted amounts	0	0
13. Statement value	105,477	105,019

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity
During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1	105,019	0	0	458	105,477	0	0	105,019
2. Class 2	0	0	0	0	0	0	0	0
3. Class 3	0	0	0	0	0	0	0	0
4. Class 4	0	0	0	0	0	0	0	0
5. Class 5	0	0	0	0	0	0	0	0
6. Class 6	0	0	0	0	0	0	0	0
7. Total Bonds	105,019	0	0	458	105,477	0	0	105,019
PREFERRED STOCK								
8. Class 1	0	0	0	0	0	0	0	0
9. Class 2	0	0	0	0	0	0	0	0
10. Class 3	0	0	0	0	0	0	0	0
11. Class 4	0	0	0	0	0	0	0	0
12. Class 5	0	0	0	0	0	0	0	0
13. Class 6	0	0	0	0	0	0	0	0
14. Total Preferred Stock	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock	105,019	0	0	458	105,477	0	0	105,019

Schedule DA - Part 1 - Short-Term Investments Owned Current Period
N O N E

Schedule DA - Part 2 - Verification Short-Term Investments Owned
N O N E

Schedule DB - Part F - Section 1
N O N E

Schedule DB - Part F - Section 2
N O N E

Schedule S - Ceded Reinsurance
N O N E

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Allocated by States and Territories								
States, etc.	1	2	Direct Business Only Year To Date					
	Guaranty Fund (Yes or No)	Is Insurer Licensed? (Yes or No)	Accident and Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life and Annuity Premiums and Deposit-Type Contract Funds	Property/ Casualty Premiums
1. Alabama	AL	No.	0	0	0	0	0	0
2. Alaska	AK	No.	0	0	0	0	0	0
3. Arizona	AZ	No.	0	0	0	0	0	0
4. Arkansas	AR	Yes	163,360	0	0	0	0	0
5. California	CA	No.	0	0	0	0	0	0
6. Colorado	CO	No.	0	0	0	0	0	0
7. Connecticut	CT	No.	0	0	0	0	0	0
8. Delaware	DE	No.	0	0	0	0	0	0
9. District of Columbia	DC	No.	0	0	0	0	0	0
10. Florida	FL	No.	0	0	0	0	0	0
11. Georgia	GA	No.	0	0	0	0	0	0
12. Hawaii	HI	No.	0	0	0	0	0	0
13. Idaho	ID	No.	0	0	0	0	0	0
14. Illinois	IL	No.	0	0	0	0	0	0
15. Indiana	IN	No.	0	0	0	0	0	0
16. Iowa	IA	No.	0	0	0	0	0	0
17. Kansas	KS	No.	0	0	0	0	0	0
18. Kentucky	KY	No.	0	0	0	0	0	0
19. Louisiana	LA	No.	0	0	0	0	0	0
20. Maine	ME	No.	0	0	0	0	0	0
21. Maryland	MD	No.	0	0	0	0	0	0
22. Massachusetts	MA	No.	0	0	0	0	0	0
23. Michigan	MI	No.	0	0	0	0	0	0
24. Minnesota	MN	No.	0	0	0	0	0	0
25. Mississippi	MS	No.	0	0	0	0	0	0
26. Missouri	MO	No.	0	0	0	0	0	0
27. Montana	MT	No.	0	0	0	0	0	0
28. Nebraska	NE	No.	0	0	0	0	0	0
29. Nevada	NV	No.	0	0	0	0	0	0
30. New Hampshire	NH	No.	0	0	0	0	0	0
31. New Jersey	NJ	No.	0	0	0	0	0	0
32. New Mexico	NM	No.	0	0	0	0	0	0
33. New York	NY	No.	0	0	0	0	0	0
34. North Carolina	NC	No.	0	0	0	0	0	0
35. North Dakota	ND	No.	0	0	0	0	0	0
36. Ohio	OH	No.	0	0	0	0	0	0
37. Oklahoma	OK	No.	0	0	0	0	0	0
38. Oregon	OR	No.	0	0	0	0	0	0
39. Pennsylvania	PA	No.	0	0	0	0	0	0
40. Rhode Island	RI	No.	0	0	0	0	0	0
41. South Carolina	SC	No.	0	0	0	0	0	0
42. South Dakota	SD	No.	0	0	0	0	0	0
43. Tennessee	TN	No.	0	0	0	0	0	0
44. Texas	TX	No.	0	0	0	0	0	0
45. Utah	UT	No.	0	0	0	0	0	0
46. Vermont	VT	No.	0	0	0	0	0	0
47. Virginia	VA	No.	0	0	0	0	0	0
48. Washington	WA	No.	0	0	0	0	0	0
49. West Virginia	WV	No.	0	0	0	0	0	0
50. Wisconsin	WI	No.	0	0	0	0	0	0
51. Wyoming	WY	No.	0	0	0	0	0	0
52. American Samoa	AS	No.	0	0	0	0	0	0
53. Guam	GU	No.	0	0	0	0	0	0
54. Puerto Rico	PR	No.	0	0	0	0	0	0
55. U.S. Virgin Islands	VI	No.	0	0	0	0	0	0
56. Canada	CN	No.	0	0	0	0	0	0
57. Aggregate Other Aliens	OT	XXX	0	0	0	0	0	0
58. Totals (Direct Business)	XXX	(a) 1	163,360	0	0	0	0	0
DETAILS OF WRITE-INS								
5701.								
5702.								
5703.								
5798. Summary of remaining write-ins for Line 57 from overflow page			0	0	0	0	0	0
5799. Totals (Lines 5701 thru 5703 plus 5798)(Line 57 above)			0	0	0	0	0	0

(a) Insert the number of yes responses except for Canada and Other Alien.

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART

NONE

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of NO to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

Response

1. Will the SVO Compliance Certification be filed with this statement?

Yes

Explanations:

Bar Codes:

OVERFLOW PAGE FOR WRITE-INS

Schedule A - Part 2
N O N E

Schedule A - Part 3
N O N E

Schedule B - Part 1
N O N E

Schedule B - Part 2
N O N E

Schedule BA - Part 1
N O N E

Schedule BA - Part 2
N O N E

Schedule D - Part 3
N O N E

Schedule D - Part 4
N O N E

Schedule DB - Part A - Section 1
N O N E

Schedule DB - Part B - Section 1
N O N E

Schedule DB - Part C - Section 1
N O N E

Schedule DB - Part D - Section 1
N O N E

SCHEDULE E - PART 1 - CASH

[illegible]